

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
BLACK ELK ENERGY OFFSHORE	§	Case No.: 15-34287 (MI)
OPERATIONS, LLC	§	
	§	

**NOTICE OF FILING DECLARATION OF NOTICE, BALLOTING, AND
CLAIMS AGENT REGARDING SOLICITATION AND TABULATION
OF VOTES IN CONNECTION WITH THE DEBTOR'S
SECOND AMENDED PLAN OF LIQUIDATION**

The Debtor, BLACK ELK ENERGY OFFSHORE OPERATIONS, LLC, by and through its undersigned counsel, gives notice of filing the Declaration of Notice, Balloting, and Claims Agent Regarding Solicitation and Tabulation of Votes in Connection with the Debtor's Second Amended Plan of Liquidation attached hereto as **Exhibit "A."**

Dated: June 23, 2016

Respectfully submitted,

BAKER & HOSTETLER, LLP

/s/ Jimmy D. Parrish

Elizabeth A. Green, Esq.

Fed ID#: 903144

Email: egreen@bakerlaw.com

Jimmy D. Parrish, Esq.

Fed ID#: 2687598

E-mail: jparrish@bakerlaw.com

SunTrust Center, Suite 2300

200 South Orange Avenue

Orlando, Florida 32801-3432

Telephone: (407) 649-4000

Facsimile: (407) 841-0168

BAKER & HOSTETLER, LLP

Jorian L. Rose, Esq.

(admitted pro hac vice 9/02/2015)

Email: jrose@bakerlaw.com

45 Rockefeller Plaza

New York, New York

Telephone: (212) 589-4200

Facsimile: (212) 589-4201

**ATTORNEYS FOR THE DEBTOR AND
DEBTOR-IN-POSSESSION**

EXHIBIT “A”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	
	§	CASE NO. 15-34287(MI)
BLACK ELK ENERGY OFFSHORE OPERATIONS, LLC	§	
	§	(Chapter 11)
	§	
DEBTOR.	§	

**DECLARATION OF NOTICE, BALLOTING AND CLAIMS AGENT
REGARDING SOLICITATION AND TABULATION OF VOTES
IN CONNECTION WITH THE DEBTOR'S SECOND AMENDED
PLAN OF LIQUIDATION**

I, Varouj Bakhshian, certify and declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases. I am employed as a Director by BMC Group, Inc. ("BMC"), the noticing, claims and balloting agent for the above-captioned debtors (the "Debtors") in the chapter 11 cases. My business address is 3732 West 120th Street, Hawthorne, California 90250.

2. The Court established May 4, 2016 as the record date (the "Voting Record Date") for determining which creditors and holders of interests were entitled to vote on the *Second Amended Plan Of Liquidation Of Black Elk Energy Offshore Operations, LLC Under Chapter 11 Of the Bankruptcy Code* (the "Second Amended Plan")¹ [Docket No.842] .

3. Under the terms of the Plan the following table designates the Classes of Claims and Interest in the Debtor and specifies which of those Classes are (i) impaired or unimpaired by the Plan (ii) entitled to vote to accept or reject the Plan in accordance with Section 1126 of the Code, and (iii) deemed to reject the Plan:

¹ Undefined capitalized terms used herein shall have the meanings ascribed to them in the Plan.

Class	Designation	Impairment	Entitled to Vote
Class 1	Allowed Priority Non-Tax Claims	Unimpaired	No
Class 2	Note Holder DIP Secured Claim	Impaired	Yes
Class 3	Argonaut DIP Secured Claim	Impaired	Yes
Class 4	Senior Note Claim	Impaired	Yes
Class 5	Other Secured Claims	Impaired	Yes
Class 6	General Unsecured Claims	Impaired	Yes
Class 7	Interests in the Debtor	Impaired	No

4. In accordance with the solicitation procedures approved by the Court in the *Amended Order (I) Approving Disclosure Statement And The Form And Manner Of Service Related Thereto (II) Setting Dates For The Objection Deadline And Hearing Related To Confirmation Of the Plan; And (III) Authorizing Related Relief* [Docket No. 836] (the “Disclosure Statement Order”), BMC served solicitation packages containing the following on the Holders of voting classes – Class 2, Class 3, Class 4, Class 5 and Class 6 on May 6, 2016:

- a) The Second Amended Disclosure Statement, Pursuant to 11 U.S.C. 1125, For Chapter 11 Plan Of Liquidation Of Black Elk Energy Offshore Operations, LLC (the “Second Amended Disclosure Statement”);
- b) The Second Amended Plan;
- c) The Disclosure Statement Order;
- d) The Notice Of Confirmation Hearing (the “Confirmation Hearing Notice”);

e) The Class 4 Beneficial Ballot and Class 4 Master Ballot or the Class 2, 3, 5, 6 Ballot, as appropriate, for accepting or rejecting the Second Amended Plan.

5. A certificate evidencing service of the Solicitation Packages was filed with the Court on May 20, 2016 [Docket No. 900].

6. Pursuant to the Disclosure Statement Order, the Court established July 9, 2016, as the Voting Deadline.

7. The Second Amended Disclosure Statement, Second Amended Plan and Disclosure Statement Order served as BMC's guide for the solicitation and tabulation of votes to accept or reject the Plan. All ballots received were reviewed in accordance with the procedures described in the Disclosure Statement Order.

8. Below is a summary of all Ballots tabulated:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 2 – Note Holder DIP Secured Claim	9 100.00%	\$7,409,650.44 100.00%	0 0.00%	\$0.00 0.00%
Class 3 – Argonaut DIP Secured Claim	1 100.00%	\$3,500,000.00. 100.00%	0 0.00%	\$0.00 0.00%
Class 4 – Senior Note Claims	60 92.31%	\$22,255,705.00 40.18%	5 7.69%	\$33,139,000.00 59.82%
Class 5 – Other Secured Claims	3 50.00%	\$89,795,657.35 98.44%	3 50.00%	\$1,424,994.72 1.56%
Class 6 – General Unsecured Claims	28 54.90%	\$62,911,393.51 33.62%	23 45.10%	\$124,231,352.84 66.38%

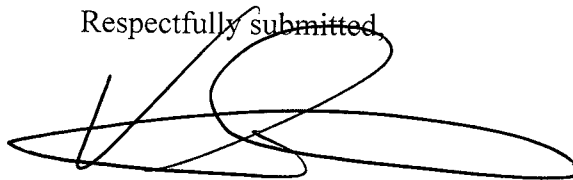
9. Attached hereto as **Exhibit A** is the full tabulation report that provides both summary and detail of all ballots received as of June 9, 2016. **Exhibit A** also sets forth whether any ballots cast were excluded from tabulation and the basis for such exclusion.

10. All ballots received by BMC are stored at BMC's office located at 3732 West 120th Street, Hawthorne, California 90250, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 20, 2016

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Varouj Bakhshian', is written over a horizontal line.

Varouj Bakhshian, Senior Director
BMC Group, Inc.

Exhibit A

BALLOT TABULATION REPORT**SUMMARY****In Re: Black Elk Energy Offshore Operations, LLC**

Ballot Counts								Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received	
2	9	100.00%	0	0.00%	9	1	10	\$7,409,650.44	100.00%	\$0.00	0.00%	\$7,409,650.44	\$21,767.01	\$7,431,417.45	
3	1	100.00%	0	0.00%	1	0	1	\$3,500,000.00	100.00%	\$0.00	0.00%	\$3,500,000.00	\$0.00	\$3,500,000.00	
4	60	92.31%	5	7.69%	65	3	70	\$22,255,705.00	40.18%	\$33,139,000.00	59.82%	\$55,394,705.00	\$81,000.00	\$55,475,705.00	
5	3	50.00%	3	50.00%	6	0	6	\$89,795,657.35	98.44%	\$1,424,994.72	1.56%	\$91,220,652.07	\$0.00	\$91,220,652.07	
6	28	54.90%	23	45.10%	51	2	53	\$62,911,393.51	33.62%	\$124,231,352.84	66.38%	\$187,142,746.35	\$112,512.39	\$187,255,258.74	

Class	Description
2	Note Holder DIP Secured Claims
3	Argonaut DIP Secured Claim
4	Senior Notes Claim
5	Other Secured Claims
6	General Unsecured Claims

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 2: Note Holder DIP Secured Claims

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
2	9	100.00%	0	0.00%	9	1	10	\$7,409,650.44	100.00%	\$0.00	0.00%	\$7,409,650.44	\$21,767.01	\$7,431,417.45

Ctrl. No.	CIm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Opt Out	Comments
				Amount	Votes	Amount	Votes			
28		AQR FUNDS - AQR DIVERSIFIED ARBITRAGE FUND	\$2,966,563.79	\$2,966,563.79	1		0			Voter Proposed Amount: \$4,548,731.01
24		AQR OPPORTUNISTIC PREMIUM OFFSHORE FUND, L P	\$358,032.94	\$358,032.94	1		0			Voter Proposed Amount: \$548,983.97
33		IRA FBO GARY D WIESEL, PERSHING AS CUSTODIAN	\$1,640.74	\$1,640.74	1		0			Voter Proposed Amount: \$15,000.00
4		IRA FBO RICHARD M FELS, PERSHING AS	\$20,016.91	\$20,016.91	1		0			Voter Proposed Amount: \$183,000.00
9		IRA FBO ROBERT FRANZ, PERSHING LLC AS CUSTODIAN	\$21,767.01				0	X		Ballot did not indicate an acceptance or rejection of the Plan
17		JLP CRDIT OPRTUNITY MASTER FUND LTD	\$3,215,623.85	\$3,215,623.85	1		0			Voter Proposed Amount: \$9,256,376.15
20		JLP CRDIT OPRTUNTNY IDF SRIESINTRSTS	\$160,688.86	\$160,688.86	1		0			Voter Proposed Amount: \$466,311.14
19		JLP INSTITUTNAL CREDIT MSTR FND LP	\$269,661.75	\$269,661.75	1		0			Voter Proposed Amount: \$506,338.25
21		JLP STRESSED CREDIT FUND LP	\$18,470.01	\$18,470.01	1		0			Voter Proposed Amount: \$56,529.99
18		MRCR QIF FND PLC-MRCR INVSTMNTFND 1	\$398,951.59	\$398,951.59	1		0			Voter proposed amount: \$1,151,048.41

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 3: Argonaut DIP Secured Claim

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
3	1	100.00%	0	0.00%	1	0	1	\$3,500,000.00	100.00%	\$0.00	0.00%	\$3,500,000.00	\$0.00	\$3,500,000.00

				Accepting		Rejecting			Opt Out	Comments
Ctrl. No.	Clm No.	Creditor Name	Total Amount	Amount	Votes	Amount	Votes	Excluded		
51	213	ARGONAUT INSURANCE COMPANY	\$3,500,000.00	\$3,500,000.00	1		0			

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 4: Senior Notes Claim

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected	Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received	
4	60	92.31%	5	7.69%	65	3	70	\$22,255,705.00	40.18%	\$33,139,000.00	59.82%	\$55,394,705.00	\$81,000.00	\$55,475,705.00

Ctrl. No.	Ctm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Opt Out	Comments
				Amount	Votes	Amount	Votes			
71		BROADRIDGE FINANCIAL SERVICES	\$52,244,555.00	\$19,105,555.00	54	\$33,139,000.00	5			
74		HILLTOP SECURITIES	\$150.00	\$150.00	1	\$0.00	0			
43		LUIS BERBIN	\$4,000.00	\$4,000.00	1	\$0.00	0	X		Not Entitled to Vote; Beneficial Holder ballot not pre-validated.
42		LUIS E MORENO	\$5,000.00	\$5,000.00	1	\$0.00	0	X		Not Entitled to Vote; Beneficial Holder ballot not pre-validated.
66		MORGAN STANLEY	\$800,000.00	\$800,000.00	2	\$0.00	0			
63		ROBERT G. SEMERAD & LOIS A. SEMERAD, JT TEN	\$0.00							Pre-validated Beneficial Holder Ballot did not indicate a vote to accept or reject the Plan.
72		STATE STREET BANK & TRUST CO.	\$1,550,000.00	\$1,550,000.00	1	\$0.00	0			
49		THE BANK OF NEW YORK	\$200,000.00	\$200,000.00	1	\$0.00	0			
48		THE BANK OF NEW YORK MELLON	\$600,000.00	\$600,000.00	1	\$0.00	0			
73		US BANK NA	\$72,000.00	\$72,000.00	1	\$0.00	0	X		Duplicate; Duplicate of Control ID 71. US Bank NA DTC Participant No. 2803 position reported in Broadridge Master Ballot.
50		VONDA KNOWLES	\$0.00							Pre-validated Beneficial Holder Ballot did not indicate a vote to accept or reject the Plan.

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 5: Other Secured Claims

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
5	3	50.00%	3	50.00%	6	0	6	\$89,795,657.35	98.44%	\$1,424,994.72	1.56%	\$91,220,652.07	\$0.00	\$91,220,652.07

Ctrl. No.	Crm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Opt Out	Comments
				Amount	Votes	Amount	Votes			
53	213	ARGONAUT INSURANCE COMPANY	\$56,015,915.35	\$56,015,915.35	1		0			
61		JX NIPPON OIL EXPLORATION (U S.A.) LIMITED	\$33,504,468.00	\$33,504,468.00	1		0			
39	6	KEVIN GROS CONSULTING & MARINE SERVICES, INC.	\$488,531.24			\$488,531.24	1			
82	129-2	MARUBENI OIL & GAS (USA), INC.	\$586,388.48			\$586,388.48	1			
10	s46	SEA HORSE MARINE INC.	\$350,075.00			\$350,075.00	1			
12	47	SEMPCHECK SERVICES	\$275,274.00	\$275,274.00	1		0			

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 6: General Unsecured Claims

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
6	28	54.90%	23	45.10%	51	2	53	\$62,911,393.51	33.62%	\$124,231,352.84	66.38%	\$187,142,746.35	\$112,512.39	\$187,255,258.74

											Accepting		Rejecting			
Ctrl. No.	Clm No.	Creditor Name				Total Amount		Amount	Votes	Amount	Votes	Excluded	Opt Out	Comments		
8	4	ADDISON GROUP				\$168,526.82		\$168,526.82	1		0					
52	213	ARGONAUT INSURANCE COMPANY				\$24,316,829.94		\$24,316,829.94	1		0					
57	100	ASPEN AMERICAN INSURANCE COMPANY				\$39,597.63				\$39,597.63	1		Voter Proposed Amount: \$500,000.00			
15	262	ATCHAFALAYA MEASUREMENT, INC.				\$1,210.00		\$1,210.00	1		0					
83	s173	C&D PRODUCTION SPECIALISTS				\$49,848.66		\$49,848.66	1		0					
3	s860	CHARLES EDWARD WALTHER				\$1.00		\$1.00	1		0					
67	125	C-PORT/STONE, LLC				\$109,174.18				\$109,174.18	1					
44	95	DR MICHAEL L MCNEIL				\$1.00		\$1.00	1		0					
5	s288	EDWARD J FLUKE				\$1.00		\$1.00	1		0					
60	214	ENERGY XXI GOM, LLC				\$783,856.16		\$783,856.16	1		0			Claim No. 214. Creditor asserts a total claim of \$22,833,613.75 with \$22,049,757.59 asserted as priority. Class 6 Unsecured portion of claim is therefore \$783,856.16.		
64	214	ENERGY XXI GOM, LLC				\$783,856.16		\$783,856.16	1		0			Voter Proposed Amount: \$6,653,396.90		
54	s305	ENVEN ENERGY VENTURES, LLC				\$2,470,667.71				\$2,470,667.71	1			Conditional ballot pending disposition of Administrative Claim.		
55	s305	ENVEN ENERGY VENTURES, LLC				\$671,441.99				\$671,441.99	1					
56	s304	ENVEN ENERGY VENTURES, LLC				\$3,846,198.81				\$3,846,198.81	1					
14	38	ENVIRO-TECH SYSTEMS, LLC				\$53,453.00					0	X		Ballot did not indicate an acceptance or rejection of the Plan		

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 6: General Unsecured Claims

Ctrl. No.	Clm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Opt Out	Comments
				Amount	Votes	Amount	Votes			
59	215	EPL OIL & GAS, INC.	\$59,059.39				0		X	Ballot did not indicate an acceptance or rejection of the Plan; Claim No. 215. Creditor asserts a total claim of \$137,876.04 with \$78,816.65 asserted as priority. Class 6 Unsecured portion of claim is therefore \$59,059.39.
65	s885	EPL OIL & GAS, INC.	\$59,059.39	\$59,059.39	1		0			Voter Proposed Amount: \$114,003.74
69	198	GRAND ISLE SHIPYARD, INC.	\$1,143,693.59			\$1,143,693.59	1			Voter Proposed Amount of \$3,359,309.58 represents the total of its secured (\$2,215,615.99) and unsecured (\$1,143,693.59) claims per claim No. 198. However claimant has submitted only one ballot without class designation which has been tabulated in Class 6
75	257	GULF ENERGY EXPLORATION CORP	\$1,571,416.33			\$1,571,416.33	1			
76	s364	GULF ENERGY EXPLORATION CORP	\$1,105.42			\$1,105.42	1			
68	142	GULF OFFSHORE LOGISTICS, L L C	\$183,949.37			\$183,949.37	1			Voter Proposed Amount of \$2,789,104.78 represents the total of its secured (\$2,605,155.41) and unsecured (\$183,949.37) claims per claim No. 142. However, claimant has submitted only one ballot without class designation which has been tabulated in Class 6.
13	s446	JOHN DAVID LAZOR	\$1.00	\$1.00	1		0			
35	239	JOHN HOFFMAN	\$3,480,118.00			\$3,480,118.00	1			
36	192	JOHN HOFFMAN	\$500,000.00			\$500,000.00	1			
38	218	JOHN HOFFMAN	\$4,633,887.00			\$4,633,887.00	1			
40	217	JOHN HOFFMAN	\$9,994,345.99			\$9,994,345.99	1			
62		JX NIPPON OIL EXPLORATION (U S.A.) LIMITED	\$21,617,464.00	\$21,617,464.00	1		0			
25	84	KATHRYN B MCNEIL	\$1.00	\$1.00	1		0			

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 6: General Unsecured Claims

Ctrl. No.	Clm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Opt Out	Comments
				Amount	Votes	Amount	Votes			
34	232	KEITH HUBBARD	\$222,464.00			\$222,464.00	1			
26	82	L A MCNEIL MARITAL TRUST FOR	\$1.00	\$1.00	1		0			
45	141	LAREDO CONSTRUCTION INC	\$45,648.39			\$45,648.39	1			
58		M21K, LLC	\$67,316.92	\$67,316.92	1		0			Claim No. 216. Creditor asserts a total claim of \$617,430.76 with \$550,113.84 asserted as priority. Class 6 Unsecured portion of claim is therefore \$67,316.92.
31	42	MAC-NETT ENVIRONMENTAL	\$68,011.00	\$68,011.00	1		0			
70		MARTIN HOLDINGS, LLC	\$31,471.10			\$31,471.10	1			Voter Proposed Amount of \$128,166.27 represents the total of its secured (\$96,695.17) and unsecured (\$31,471.10) claims per claim No. 146. However, claimant has submitted only one ballot without class designation which has been tabulated in Class 6.
81	128-2	MARUBENI OIL & GAS (USA), INC.	\$15,772,395.00			\$15,772,395.00	1			
32	81	MARY F HAAS	\$1.00	\$1.00	1		0			
78	178	MCMORAN OIL & GAS, LLC	\$3,647,525.51			\$3,647,525.51	1			Conditional Ballot allowed per court order. Docket 842.
80	172	MERIT ENERGY COMPANY, LLC	\$39,475,564.00			\$39,475,564.00	1			Conditional Ballot allowed per court order. Docket 842.
47	174	NORTHSTAR OFFSHORE GROUP, LLC	\$4,350,752.00			\$4,350,752.00	1			
23	26	OWENSBY & KRITIKOS, INC	\$1,917.00	\$1,917.00	1		0			
7	s617	QED ENERGY TRAINING, LLC	\$30,067.00	\$30,067.00	1		0			
16	14	RIVER RENTAL TOOLS, INC.	\$246,881.33			\$246,881.33	1			
6	s667	ROGER L BARESH	\$1.00	\$1.00	1		0			
2	s670	RONALD E SLOVER	\$1.00	\$1.00	1		0			
1	49	ROOSTER PETROLEUM, LLC	\$147,971.85	\$147,971.85	1		0			
11	s1018	SEMPCHECK SERVICES	\$291,524.00	\$291,524.00	1		0			

In Re: Black Elk Energy Offshore Operations, LLC

BALLOT TABULATION REPORT

Plan Class 6: General Unsecured Claims

Ctrl. No.	Cln No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Opt Out	Comments
				Amount	Votes	Amount	Votes			
22	61	TANKS-A-LOT POWER, LLC	\$1,540.51	\$1,540.51	1		0			
27	60	TANKS-A-LOT, INC.	\$18,523.18	\$18,523.18	1		0			
30	3	TEFSCO LLC	\$148,612.92	\$148,612.92	1		0			
46	145	THE GRAND LTD	\$2,952,204.65			\$2,952,204.65	1			
29	s740	THOMAS E SCHWARTZ	\$1.00	\$1.00	1		0			
79		W&T OFFSHORE, INC.	\$28,840,850.84			\$28,840,850.84	1			Conditional Ballot allowed per court order. Docket 842.
77	188	WESTCHESTER FIRE INSURANCE COMPANY	\$14,355,248.00	\$14,355,248.00	1		0			